UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

In re:	)	Case No. 03-65736
	)	
ANGELA JOY STEVENS,	)	Chapter 7
	)	
Debtor.	)	
	)	Judge: RUSS KENDIG
	)	
	)	
	)	**MEMORANDUM OF DECISION**

This dispute centers around whether a debtor's interest in a former spouse's pension may be reached by a Chapter 7 trustee ("trustee"). This court concludes that it may not.

I. SUMMARY OF THE CASE

Debtor filed her petition for relief under Chapter 7 of the United States Bankruptcy Code[1] on October 23, 2003. Debtor disclosed an interest in her former husband's United Parcel Service ("UPS") pension in Schedule B of the petition, and claimed an exemption for the interest pursuant to O.R.C. § 2329.66(A)(10)(c) in Schedule C.

On December 30, 2003, the trustee filed an objection to Debtor's exemption, asserting that Debtor was not entitled to an exemption under O.R.C. § 2329.66(A)(10)(c) because her interest in the pension arose from a Qualified Domestic Relations Order ("QDRO")[2], and not by virtue of employment with the pension plan sponsor.

On January 13, 2004, Debtor responded to the trustee's objection, filed an amended Schedule B to update the present value of the accumulated benefit in the pension, and amended Schedule C to claim the exemption as arising under O.R.C. § 2329.66(A)(10)(b). Following a hearing on February 9, 2004, the parties submitted briefs.

Debtor is a divorced mother of three children, with gross income of $12,513 in 2002, apparently excluding child support. Debtor's Schedule I reflected improved gross earned income of $1,458 per month in 2003 and resulting net take home pay of $1,053 per month. Child support was $856 per month.

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[1] Unless otherwise stated, references to "the Code" or "the Bankruptcy Code" are to Title 11 of the United States Code. Unless otherwise stated, a reference to a "section" is a reference to a section within the Bankruptcy Code.

[2] Unless otherwise stated, a reference to a "QDRO" refers to the particular form of a domestic relations order identified in 29 U.S.C. § 1056(d)(3).

II. ARGUMENTS

The trustee argues that because Debtor was not an employee of UPS and received her interest in the pension pursuant to a QDRO, she is merely an alternate payee, not entitled to exempt her interest under O.R.C. § 2329.66.[3] The trustee relies on In re Hageman, 260 B.R. 852 (Bankr. S.D. Ohio 2001) to support its position that funds disbursed from an ERISA-qualified[4] plan to a person who is neither plan participant nor a beneficiary may not be exempted under O.R.C. § 2329.66. The trustee also cites Johnston v. Mayer (In re Johnston), 218 B.R 813 (Bankr. E.D. Va. 1998) for the proposition that funds held in an ERISA-qualified plan become property of the estate upon distribution to a debtor pursuant to the terms of a QDRO.

Debtor distinguishes Hageman, which involved a former spouse's right to receive a lump sum distribution. Unlike the ex-spouse in Hageman, Debtor will not receive any benefits until Debtor's former husband reaches retirement age under the pension plan. Debtor also notes that O.R.C. § 2329.66(A)(10)(b) does not differentiate between plan participants, alternate payees, and beneficiaries, because the plain language of the statute exempts "the person's right to receive a payment under any pension, annuity, or similar plan or contract."

III. ISSUE

Whether Debtor's QDRO interest in the pension is property of the bankruptcy estate and if so, whether Debtor is entitled to an exemption under O.R.C. § 2329.66.

IV. LAW AND ANALYSIS

A. Jurisdiction

The court has jurisdiction of this matter pursuant to 28 U.S.C. § 1334(b) and the General Order of Reference entered in this district on July 16, 1984. This is a core proceeding over which the court has jurisdiction pursuant to 28 U.S.C. § 157(b)(2)(A) and (B). Venue is proper in this judicial district pursuant to 28 U.S.C. § 1408.

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[3] Ohio has opted out of the federal exemption scheme provided in 11 U.S.C. § 522. See O.R.C. § 2329.662.

[4] Unless otherwise stated, references to "ERISA" are to the Employee Retirement Income Security Act of 1974, 88 Stat. 832, as amended, 29 U.S.C. §§ 1001 *et seq*. Unless otherwise stated, a reference to an "ERISA-qualified plan" refers to a plan that meets the antialienation and employee benefit requirements of ERISA and qualifies for tax deferred treatment of plan assets under the Internal Revenue Code, 26 U.S.C. § 401 *et seq*.

B. The Bankruptcy Estate

Section 541 of the Bankruptcy Code creates the bankruptcy estate, a legal entity separate from the debtor. The trustee acts as representative of the bankruptcy estate, not as representative of the debtor. All legal and equitable interests of the debtor are transferred to the bankruptcy estate. Congress enacted Section 541(c)(1) to assure that the transfer of a debtor's property to the bankruptcy estate is immediate. "Subsection (c) invalidates restrictions on the transfer of property of the debtor, in order that all of the interests of the debtor will become property of the estate." S. Rep. 95-989 at 83 (1978), U.S. Code Cong. & Admin. News 1978, pp. 5787, 5869. Therefore, § 541(a) provides for the creation of a bankruptcy estate comprising all legal and equitable interests of the donor as of the commencement of the case, and § 541(c)(1) insures that the transfer is both immediate and comprehensive. See also, In re Quinn, 299 B.R. 450, 455 (Bankr. W.D. Mich. 2003).

Section 541(c)(2) states that "a restriction on the transfer of a beneficial interest of the debtor in a trust that is enforceable under applicable nonbankruptcy law is enforceable in a case under this title." The paragraph "carve[s] out an exception to the broad override of transfer restrictions created by Section 541(c)(1)." Quinn, 299 B.R. at 455. The Supreme Court has determined that this provision "entitles a debtor to exclude from property of the estate any interest in a plan or trust that contains a transfer restriction enforceable under any relevant nonbankruptcy law." Patterson v. Shumate, 504 U.S. 753, 758 (1992).

In this case, the trustee seeks Debtor's interest in her former husband's pension for distribution to creditors. Debtor's interest in the pension arose as the result of a QDRO issued by the domestic relations court of Richland County, Ohio, which the parties entered as Joint Exhibit B at the hearing on February 9, 2004. The first paragraph of the QDRO states as follows:

> 1. **Effect of This Order as Qualified Domestic Relations Order**: This Order creates and recognizes the existence of an Alternate Payee's right to receive a portion of the Participant's benefits payable under an employer-sponsored defined benefit pension plan that is qualified under Section 401 of the Internal Revenue Code (the "Code") and the Employee Retirement Income Security Act of 1974 ("ERISA"). It is intended to constitute a Qualified Domestic Relations Order ("QDRO"). under Section 414(p) of the Code and Section 206(d)(3) of ERISA.

This court must determine whether a debtor with an interest in an ERISA-qualified plan pursuant to a QDRO can exclude that interest from the bankruptcy estate.

C. The Employee Retirement Income and Security Act of 1974

"ERISA is a comprehensive statute designed to promote the interests of employees and their beneficiaries in employee benefit plans." Shaw v. Delta Air Lines, Inc., 463 U.S. 85, 90 (1983). The policy of ERISA is to "protect . . . the interests of participants in private pension plans and their beneficiaries." 29 U.S.C. § 1001(c). The assets of a plan are to be held for the exclusive purposes of providing benefits to plan participants and their beneficiaries and defraying reasonable expenses of the plan. 29 U.S.C. § 1103(c). The foundation of ERISA's protection for the interests of plan participants and beneficiaries is the antialienation provision, 29 U.S.C. § 1056(d)(1), which requires that "[e]ach pension plan shall provide that the benefits provided under the plan may not be assigned or alienated."

D. The Retirement Equity Act of 1984

Congress enacted the Retirement Equity Act of 1984 ("REA"), Pub.L. 98-397, 98 Stat. 1426, "to give enhanced protection to the spouse and dependent children in the event of divorce or separation." Boggs v. Boggs, 520 U.S.833, 847 (1997). See also, Ablamis v. Roper, 937 F.2d 140 (9th Cir. 1991) (citing Pension Equity for Women: Hearing on H.R. 2100 Before the Subcomm. on Labor-Management Relations of the Committee on Education and Labor, 98th Cong., 1st Sess. 26-28 (1983)). Among the added protections granted to divorced and surviving spouses were amendments to 29 U.S.C. § 1056(d) to create QDROs and delineate the mechanisms by which QDROs establish the property interests of nonparticipant spouses and dependents in ERISA-qualified plans.

A QDRO is a type of domestic relations order that creates or recognizes an alternate payee's right to, or assigns to an alternate payee the right to, a portion of the benefits payable with respect to a participant under a plan. See 29 U.S.C. § 1056(d)(3)(B)(i); Boggs, 520 U.S. at 846. A "domestic relations order" means "any judgment, decree, or order (including approval of a property settlement agreement) which — (I) relates to the provision of child support, alimony payments, or marital property rights to a spouse, former spouse, child, or other dependent of a participant, and (II) is made pursuant to a State domestic relations law (including a community property law)." 29 U.S.C. § 1056(d)(3)(B)(ii). There are discrete statutory requirements which must be met in order for a domestic relations order to qualify as a QDRO. See 29 U.S.C. § 1056(d)(3)(C)-(E). Essential elements of the QDRO scheme are those provisions which state that QDROs do not violate 29 U.S.C. § 1056(d)(1), the required antialienation provision, nor are they pre-empted by ERISA. See 29 U.S.C. § 1056(d)(3)(A) (QDROs); 29 U.S.C. § 1144(b)(7) (provisions regarding pre-emption). Congress specified that the term "alternate payee" means "any spouse, former spouse, child, or other dependent of a participant who is recognized by a domestic relations order as having a right to receive all or a portion of the benefits payable under the plan . . ." 29 U.S.C. § 1056(d)(3)(K). A person who is an alternate payee under a QDRO "shall be considered for purposes of any provision of this chapter a beneficiary under the plan." 29 U.S.C. § 1056(d)(3)(J).

Applying the plain language of the statute, if the plan is an ERISA-qualified plan, and if Debtor is an alternate payee as the result of a QDRO, there are two consequences: 1) Debtor is a beneficiary of the plan and 2) Debtor is entitled to the protections ERISA affords plan participants and their beneficiaries.

E. Case Law

Debtor and the trustee disagree about whether Debtor can exempt her interest in the UPS pension pursuant to Ohio law. Both parties apparently assume the threshold issue, namely, that Debtor's interest in the pension is automatically included in the bankruptcy estate. This assumption is not supported by the weight of case law.

The Supreme Court has vigorously enforced the antialienation provisions of ERISA, finding that they are essential to ERISA's stated goal of protecting the interests of plan participants and beneficiaries. The Court has consistently upheld the statutory bar on alienation of benefits. See Guidry v. Sheet Metal Workers Nat'l Pension Fund, 493 U.S. 365 (1990) (refusing to recognize an implied exception to the antialienation provision and permit a constructive trust on the benefits of a pension plan fiduciary who had embezzled money from the union); Patterson v. Shumate, 504 U.S. 753 (1992) (Chapter 7 trustee may not reach debtor's interest in an ERISA-qualified plan for inclusion in the bankruptcy estate); Boggs v. Boggs, 520 U.S. 833 (1997) (ERISA antialienation provision pre-empts state law allowing a nonparticipant spouse to transfer by testamentary instrument an interest in undistributed pension plan benefits). These cases guide this court's analysis of the issue presently before it.

In Patterson v. Shumate, 504 U.S. 753 (1992), the Supreme Court addressed whether the antialienation provisions in an ERISA-qualified plan constitute a restriction on transfer enforceable under "applicable bankruptcy law" for purposes of 11 U.S.C. § 541(c)(2). Shumate filed a Chapter 7 petition and the trustee sought to recover Shumate's interest in the pension plan for the benefit of the bankruptcy estate. The trustee asserted that the term "applicable nonbankruptcy law" in § 541(c)(2) applied only to trusts established under state law, not to the antialienation provisions of Shumate's ERISA-qualified plan. The Court disagreed. "Plainly read, the provision encompasses any relevant nonbankruptcy law, including federal law such as ERISA." Shumate, 504 U.S. at 759. The Court found that "the clarity of the statutory language at issue in this case" negated any need for inquiry into legislative history. Id. at 761.

It is important to recognize that Shumate followed a decision in which the Court refused to permit creditor access to pension benefits, even in the face of a debtor's egregious misconduct. In Guidry v. Sheet Metal Workers Pension Fund, 493 U.S. 365 (1990), Guidry had embezzled funds from the pension plan and the district court imposed a constructive trust for the benefit of the union on Guidry's pension benefits. The Court concluded that the constructive trust violated ERISA's prohibition on the alienation of pension benefits. In reaching this conclusion, the Court noted:

> Section 206(d) reflects a considered congressional policy choice, a decision to safeguard a stream of income for pensioners (and their dependents, who may be, and perhaps usually are, blameless), even if that decision prevents others from securing relief for the wrongs done to them. If exceptions to this policy are to be made, it is for Congress to undertake that task.

Guidry, 493 U.S. at 376. The Supreme Court's decision in Shumate validated the existing Sixth Circuit Court of Appeals view regarding exclusion of interests in ERISA-qualified plans from the bankruptcy estate. See Forbes v. Lucas (In re Lucas), 924 F.2d 597 (6th Cir. 1991) ("applicable nonbankruptcy law" includes a restriction on transfer in an ERISA-qualified plan and debtor's interest in such plan is excluded from the bankruptcy estate); In re Messing, 944 F.2d 905, 1991 WL 188145 (6th Cir. 1991, unpublished table opinion) (debtor entitled to exclude ERISA pension benefits from bankruptcy estate); In re Carey, 150 B.R. 196, 198 (Bankr. N.D. Ohio 1992) (noting that Shumate "affirmed the rationale" of In re Lucas).

In discussing the effect of Guidry and Shumate, the Sixth Circuit Court of Appeals concluded that "the Supreme Court appears to have drawn a bright line concerning the alienability of pension benefits: they may not be alienated either voluntarily or involuntarily, inside or outside or bankruptcy, or for equitable reasons." McGraw v. Soc'y Bank & Trust (In re Bell & Beckwith), 5 F.3d 150,152 (6th Cir. 1993) (ERISA's antialienation provision applies in the bankruptcy context, so that pension benefits are excluded from the bankruptcy estate); Harshbarger v. Pees (In re Harshbarger), 66 F.3d 775, 777 (6th Cir. 1995) (funds already in an ERISA account cannot be garnished by the bankruptcy estate because Section 541(c)(2) excludes beneficial interest in a trust that is subject to a restriction on transfer enforceable under applicable nonbankruptcy law).

There is no Sixth Circuit Court of Appeals case law dealing with the precise issue of whether a QDRO interest in an ERISA-qualified plan is excluded from the bankruptcy estate. Two bankruptcy appellate panels have addressed the issue, however, and both have concluded that the interest is excluded from the bankruptcy estate.

In Nelson v. Ramette (In re Nelson), 274 B.R. 789 (B.A.P. 8th Cir. 2002), the trustee objected to Nelson's exclusion from the bankruptcy estate of his right to receive, via a QDRO, a lump sum distribution from his ex-wife's retirement plan. Nelson, 274 B.R. at 790. Nelson argued that the distinction between an alternate payee and a plan participant is irrelevant as to the protections afforded by ERISA, and that the antialienation provision protected the interest of an alternate payee who was deemed a beneficiary of the plan pursuant to 29 U.S.C. § 1056(d)(3)(J). Id. Therefore, Nelson reasoned, his interest was protected by the antialienation provisions and should be excluded under the holding of Shumate. The panel agreed, drawing guidance from Shumate and Boggs, especially as to the Supreme Court's acknowledgment that one of the central purposes of the REA was to "give enhanced protection to the spouse and dependent child in the event of divorce of separation." Nelson, 274 B.R. at 796 (quoting Boggs, 520 U.S. at 846-47). The Nelson court also reviewed the decision in In re Hageman, 260 B.R. 852 (Bankr. S.D. Ohio 2001), and disagreed with the result because the Hageman court failed

to consider the effect of Boggs, particularly its emphasis on the goals of the QDRO mechanism and acknowledgment of the fact that "the axis around which ERISA's protections revolve is the concepts of participant and beneficiary." Nelson, 274 B.R. at 798 (quoting Boggs, 520 U.S. at 854).

Shortly after the Nelson decision, the Bankruptcy Appellate Panel of the First Circuit Court of Appeals decided Ostrander v. Lalchandani (In re Lalchandani), 279 B.R. 880 (B.A.P. 1st Cir. 2002). In Lalchandani, the trustee sought to compel turnover of debtor's undistributed interest in her ex-husband's ERISA-qualified retirement plan. Lalchandani argued that because her interest arose from a QDRO, it was excluded from the bankruptcy estate. The panel agreed that the interest should be excluded, drawing upon the rationale of Nelson and Boggs. Lalchandani, 279 B.R. at 884-85. Lalchandani was a beneficiary of an ERISA-qualified plan, so her interest fell under the protective umbrella of Shumate and was excluded from the estate. Lalchandani, 279 B.R. at 886.

Bankruptcy courts in the Sixth and Seventh Circuits have since relied on the Nelson and Lalchandani decisions when confronted with nearly identical facts. See In re Hthiy, 283 B.R. 447 (Bankr. E.D. Mich. 2002) (debtor's fifty percent interest in ex-husband's retirement plan awarded pursuant to a QDRO is excluded from the bankruptcy estate); In re Farmer, 295 B.R. 322 (Bankr. W.D. Wisc. 2003) (debtor's beneficiary interest in an ERISA-qualified plan that was created by QDRO makes ex-spouse legally entitled to the protection of the antialienation provisions of ERISA). The court in Hthiy also criticized the rationale of the Hageman court when it concluded that the debtor could not exclude her interest because it did not "emanate from the retirement plan itself, but from the QDRO." Hthiy, 283 B.R. at 450. "There is nothing in the statute restricting its application based on the source of the debtor's interest in the trust, and the Hageman court's interpretation of § 541(c)(2) reads a requirement into the statute that simply does not exist." 283 B.R. at 451.

F. The Richland County QDRO

The parties in this case have provided the court with copies of the Richland County Judgment Entry Decree of Divorce and the Richland County Qualified Domestic Relations Order, and both documents were entered as joint exhibits during the hearing on this matter. Neither party contends that the QDRO is invalid or defective.

The QDRO was issued by the domestic relations court of Richland County pursuant to its jurisdiction over division of marital property as outlined in O.R.C. § 3105.171. The QDRO at issue in this case "creates and recognizes the existence of an Alternate Payee's right to receive a portion of the Participant's benefits payable under an employer-sponsored defined benefit pension plan that is qualified under Section 401 of the Internal Revenue Code . . . and the Employee Retirement Income Security Act of 1984." Richland County QDRO para. 1.

An Ohio domestic relations court "must understand the intricacies and terms of any given plan and, if necessary, require both of the parties to submit evidence on the matter in order to make an informed decision." Hoyt v. Hoyt, 559 N.E.2d 1292, 1296 (Ohio 1990) (setting forth guidelines for domestic relations courts to follow in considering pension or retirement benefits during divorce). In exercising its discretion, an Ohio domestic relations court must recognize the impact of ERISA and REA on the division of a retirement plan benefit, and "cannot violate the terms of the plan when fashioning a division of the asset." Hoyt, 559 N.E.2d at 1297. The court may not require the plan to provide a benefit or option not available under the plan. Id. This court must defer to the Richland County domestic relations court's expertise in reviewing plan documents and assumes the domestic relations court properly discharged its obligation to review and understand the plan and lawfully craft the QDRO. See White v. White (In re White), 851 F.2d 170 (6th Cir. 1988) (no abuse of discretion in the bankruptcy court's decision to defer to the traditional and expert judgment of the divorce court while dividing property interests of debtor husband and wife).

G. Analysis

The Richland County QDRO states that the UPS plan is qualified under ERISA and Section 401 of the Internal Revenue Code and this court credits those findings of fact. Debtor is an alternate payee under the QDRO, and this status qualifies her as a beneficiary of the pension plan under 29 U.S.C. § 1056(d)(3)(J). As provided in 29 U.S.C. § 1056(d)(3)(A), Debtor's right to receive a portion of her former husband's pension benefit pursuant to a QDRO does not breach the antialienation requirements of 29 U.S.C. § 1056(d)(1). Therefore, a plain reading of the statutory language of ERISA leads to the conclusion that Debtor is a beneficiary of the plan and protected by its antialienation provisions.

The Shumate and Boggs decisions anchor this court's conclusion that Debtor's interest in her former husband's pension is excluded from the bankruptcy estate. The Shumate court determined that a debtor's interest in an ERISA-qualified pension plan was excluded from the bankruptcy estate, recognizing the need to ensure that the "treatment of pension benefits will not vary based on the beneficiary's bankruptcy status." Shumate, 504 U.S. at 764 (citing Butner v. United States, 440 U.S. 48, 55 (1979)). The Court also wished to respect ERISA's important policy of fostering uniform treatment of pension benefits and ensuring that the security of a debtor's pension is not left to the vagaries of state spendthrift trust law. Id. at 765. Boggs simply adds to Shumate the proposition that the protection of ERISA's antialienation provisions extends to a person who becomes a beneficiary, whether the mechanism is as alternate payee under a QDRO, or due to the death of the participant spouse. See Boggs, 520 U.S. at 847. The Sixth Circuit Court of Appeals has long recognized the bar on alienation of benefits provided by ERISA-qualified plans, Forbes v. Lucas (In re Lucas), 924 F.2d 597 (6th Cir. 1991), and has concluded that the impact of Guidry and Shumate requires the exclusion of pension interests from the bankruptcy estate. See McGraw v. Soc'y Bank & Trust (In re Bell & Beckwith), 5 F.3d 150 (6th Cir. 1993). Furthermore, the bankruptcy appellate panels that have addressed this issue have concluded that a debtor's QDRO interest in an ERISA-qualified plan is excluded from the

estate. The weight of this case law and the language of the statutes impel the conclusion that Debtor's interest in her former husband's pension is excluded from the bankruptcy estate under 11 U.S.C. § 541(c)(2).

"[T]he starting point in every case involving construction of a statute is the language itself." Blue Chip Stamps v. Manor Drug Stores, 421 U.S. 723, 756 (1975) (Powell, J., concurring). The separation of powers restricts courts to a straightforward interpretation of statutes, but in so doing it is preferable if the interpretation is consistent with universally accepted concepts of fundamental fairness. With respect to fundamental fairness, the court is mindful of certain economic realities.

It is generally women who take time from their working years to raise children, and this can profoundly influence their retirement. Women tend to live longer, have lower lifetime earnings, and reach retirement with smaller pensions and other assets than men do. Women and Retirement Security: A Report Prepared by the National Economic Council Interagency Working Group on Social Security, p. 3-5 (October 27, 1998).[5] Much of this economic disadvantage arises because women disproportionately perform roles that society claims to value. The average American woman retiring in 1996 had worked twelve years less than the average male, which is attributed primarily to time spent raising children and other care giving. Id. at 8. This necessarily snowballs into related limitations such as fewer years to reach the highest rung on the pay ladder, more part time work, and so on. Id. The impact of these factors is strikingly apparent. Although the poverty rate among Americans age sixty-five and over had fallen from 35.2 percent in 1959 to 10.5 percent by 1998, the poverty rate for unmarried elderly women was 19 percent, and the rate for divorced women was 22 percent, the highest of any subgroup. Id. at 5. REA was enacted to provide greater protection to divorced and surviving spouses, but fifteen years after its provisions took effect, retirement-age women were still in substantially worse positions than their male counterparts.

Considering the position that the Supreme Court has taken regarding alienation of benefits from ERISA-qualified plans, it is consistent with universally accepted concepts of fundamental fairness that the law provide at least the same protection to mothers and others that it provides to embezzlers. See Guidry, 493 U.S. at 365. As Justice Frankfurter put it in another context, "[t]here comes a point where this Court should not be ignorant as judges of what we know as men." Watts v. Indiana, 338 U.S. 49, 54 (1949). Nor should we be ignorant of what we know as people.

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5 This report was the result of a study commissioned in 1998 by the White House to investigate the role of Social Security in supporting retirement security. The report was prepared by an interagency workgroup called the National Economic Council Interagency Working Group on Social Security.

V. CONCLUSION

Having concluded that Debtor's interest in the pension is excluded from the bankruptcy estate, it is not necessary for the court to consider Debtor's claim of exemption under O.R.C. § 2329.66. The trustee's objection to Debtor's claimed exemption in the UPS pension is **MOOT**. An appropriate order shall enter.

/s/ Russ Kendig AUG 05 2004

Russ Kendig
United States Bankruptcy Judge

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